

EXHIBIT A

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN

ENTERTAINMENT SOFTWARE
ASSOCIATION, VIDEO SOFTWARE
DEALERS ASSOCIATION, and
MICHIGAN RETAILERS
ASSOCIATION,

Plaintiffs,

vs.

Case No: 05-73634

Hon. George Caram Steeh

Magistrate Judge Steven D. Pepe

JENNIFER M. GRANHOLM, in her
official capacity as Governor of the State
of Michigan; MICHAEL A. COX, in his
official capacity as Attorney General of
the State of Michigan; and KYM L.
WORTHY in her official capacity as
Wayne County Prosecuting Attorney,

Defendants.

**SECOND DECLARATION OF KATHERINE A. FALLOW IN SUPPORT
OF PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND COSTS**

I, Katherine A. Fallow, Declare as follows:

1. I am a partner in the Washington, DC office of Jenner & Block, and counsel for Plaintiffs in the above-captioned case. I submit this supplemental declaration in support of Plaintiffs' Application for Attorneys' Fees and Costs.
2. Attached hereto as Exhibit 1 is a true and correct copy of the survey entitled "Firm-by-firm sampling of billing rates nationwide," dated December 12, 2005, published by *The National Law Journal* ("NLJ") and available at <http://www.law.com/jsp/nlj/PubArticleNLJ.jsp?id=1134036310966>.
3. Attached hereto as Exhibit 2 is a true and correct copy of the "Standard Hourly Billing Rates" section of "The Survey of Law Firm Economics," 2005 ed., published by Altman Weil, Inc.

4. The *NLJ* survey lists rates charged by some of the nation's 250 largest law firms. The rates charged by the Washington, D.C.-based law firms listed in the *NLJ* survey are as follows:

<u>LAW FIRM</u>	<u>PARTNER RATES (2005)</u>	<u>ASSOCIATE RATES (2005)</u>
Arent Fox	\$350 - \$580	\$195 - \$395
Covington & Burling	\$420 - \$720	\$190 - \$440
Dickstein Shapiro Morin & Oshinsky	\$400 - \$675	\$210 - \$390
Hogan & Hartson	\$250 - \$750	\$130 - \$475
McKenna Long & Aldridge	\$290 - \$575	\$175 - \$385
Patton Boggs	\$275 - \$800	\$190 - \$380
Swidler Berlin	\$385 - \$660	\$215 - \$400
Venable	\$285 - \$1,000	\$200 - \$440
Wiley Rein & Fielding	\$325 - \$660	\$205 - \$335

5. The 2005-2006 rates charged by Jenner & Block in this case (\$275-\$385 for associates and \$425-\$600 for partners) are within the range of rates charged by the Washington, D.C.-based law firms listed in the *NLJ* survey. In my experience and to the best of my knowledge, these law firms are of a reputation similar to Jenner & Block and regularly engage in cases of similar complexity.

6. The rates charged by Jenner & Block in this case are also consistent with Altman Weil's survey of standard billing rates for Washington, D.C. law firms. See Ex. 2 at 94. The rates charged by Jenner & Block, by number of years of experience, are as follows:

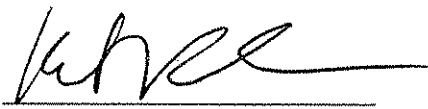
<u>ATTORNEY</u>	<u>RATE (2005)</u>	<u>RATE (2006)</u>
Paul M. Smith (21-30 years)	\$585	\$600
Katherine A. Fallow (8-10 years)	\$425	\$450
Amy L. Tenney (5-6 years)	\$340	\$385
Kathleen R. Hartnett (5-6 years)	\$340	N/A
Matthew S. Hellman (3-4 years)	\$275	\$325
Duane Pozza (3-4 years)	\$275	\$325

7. The 2005 rates for Paul Smith and myself are comparable to the rates for the upper percentile of the Washington, D.C. firms shown in the Altman Weil survey (\$513-\$540 for lawyers

with 21-30 years experience; \$404-\$450 for lawyers with 8-10 years experience). *See* Ex. 2 at 94. The 2005 rates for the associates who worked on this case (\$275-\$340) are also comparable with the rates for the upper percentile of the D.C. firms listed in the survey (\$310-\$385). Indeed, the 2005 rates for the Jenner & Block associates are lower than the median rate for all such firms (\$290 for lawyers with 2-3 years experience; \$335 for lawyers with 4-5 years experience).

I declare under penalty of perjury that the foregoing is true and correct.

EXECUTED this 20th day of July, 2006

A handwritten signature in black ink, appearing to read 'Katherine A. Fallow', written over a horizontal line.

Katherine A. Fallow